

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-58532; File No. SR-NASD-2007-041)

September 12, 2008

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc. (f/k/a National Association of Securities Dealers, Inc.); Order Approving Proposed Rule Change, as Modified by Amendment No. 2, to Amend the Minimum Price-Improvement Standards Set Forth in NASD Interpretive Material (“IM”) 2110-2

I. Introduction

On June 27, 2007, the National Association of Securities Dealers, Inc. (“NASD”) (n/k/a Financial Industry Regulatory Authority, Inc. (“FINRA”))<sup>1</sup> filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> a proposed rule change to amend the minimum price-improvement standards set forth in NASD Interpretive Material (“IM”) 2110-2. The proposed rule change was published for comment in the Federal Register.<sup>4</sup> The Commission received one commenter letter on the original proposal,<sup>5</sup> to which FINRA responded in a letter to the Commission, dated

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<sup>1</sup> On July 26, 2007, the Commission approved a proposed rule change filed by the NASD to amend the NASD’s Certificate of Incorporation to reflect its name change to Financial Industry Regulatory Authority, Inc., or FINRA, in connection with the consolidation of the member firm regulatory functions of NASD and NYSE Regulation, Inc. See Securities Exchange Act Release No. 56146 (July 26, 2007), 72 FR 42190 (August 1, 2007) (SR-NASD-2007-053).

<sup>2</sup> 15 U.S.C. 78s(b)(1).

<sup>3</sup> 17 CFR 240.19b-4.

<sup>4</sup> See Securities Exchange Act Release No. 56297 (August 21, 2007), 72 FR 49337 (August 28, 2007) (notice of filing of SR-NASD-2007-041) (“Release No. 34-56297”).

<sup>5</sup> See Letter to Secretary, Commission, from Jess Haberman, Compliance Director, Fidessa Corp., dated September 5, 2007 (“Fidessa Corp. Letter”).























